

MEDINEX LIMITED
(the “Company”)
(Company Registration No.: 200900689W)
(Incorporated in the Republic of Singapore)

Minutes of the Extraordinary General Meeting (“EGM”) of the Company held at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558, on Tuesday, 30 April 2019 at 2.50 p.m.

PRESENT

MEMBERS

As per Attendance Sheet

PROXY

As per Attendance Sheet

DIRECTORS

Mr. Tan Lee Meng	- Non-executive Chairman
Ms. Jessie Low Mui Choo	- Executive Director and Chief Executive Officer
Mr. Lim Tai Toon	- Lead Independent Non-executive Director
Mr. Wee Yiap Fook San	- Independent Non-executive Director

IN ATTENDANCE

As per Attendance Sheet

QUORUM

There being a quorum present, the Chairman of the Board declared the meeting open.

NOTICE OF MEETING

The notice convening the meeting, having been circulated and in the hands of the Members for the requisite period was, with the concurrence of the meeting, taken as read.

The Chairman informed that given the proposed Ordinary Resolution 1 constituted an Interested Person Transaction, for compliance of Rule 919 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited and for good corporate governance, Ms. Jessie Low Mui Choo and her associates shall abstain from voting.

VOTING BY WAY OF POLL

The Chairman informed the Members present that the resolution to be put forth at the meeting would be voted on by way of a poll. In order to expedite the proceedings, the poll would be conducted after the motion had been formally tabled at the meeting.

The Chairman proceeded to conduct the following meeting proceedings.

ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ARK LEADERSHIP & LEARNING PTE. LTD. AS AN INTERESTED PERSON TRANSACTION

The following motion was tabled by the Chairman to the Members for vote:-

“That:

- (i) approval be and is hereby granted for the proposed acquisition of the entire issued and paid-up share capital of Ark Leadership & Learning Pte. Ltd. (“**Proposed Acquisition**”) from Low Mui Keow, Valerie (Lu Mei Jiao, Valerie) (the “**Vendor**”), in accordance with the terms and conditions of the sale and purchase agreement entered into between the Vendor and the Company dated 26 March 2019 (the “**Agreement**”), which constitutes an interested person transaction pursuant to Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited;*
- (ii) approval be and is hereby given to the Directors of the Company and/or any of them to, as part of the consideration for the Proposed Acquisition, issue and allot up to 1,483,636 new shares (“**Consideration Shares**”), at an issue price of S\$0.275 per Consideration Share, to the Vendor and/or her nominees (as she may direct), credited as fully paid-up, on terms and conditions set out in the Agreement;*
- (iii) the Consideration Shares when issued and fully paid up will rank pari passu in all respects with the then existing shares of the Company, save for any dividends, rights, allotments or other distribution that may be declared or paid, the record date for which falls before the date of issue of the Consideration Shares; and*
- (iv) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.”*

According to the result of the poll conducted subsequently, 53,221,110 representing 100% voted for the resolution.

It was resolved that the resolution was unanimously approved.

MEDINEX LIMITED

Minutes of Extraordinary General Meeting held on Tuesday, 30 April 2019

Page 3 of 3

There being no other business, the meeting concluded at 3.15 p.m. with a vote of thanks to the Chairman.

Signed as a correct record of the proceedings,

Tan Lee Meng
Chairman of the Board